

**EXHIBIT 1618 TO
CISNEROS DECLARATION
REDACTED VERSION**

From: Jon Silverman <jsilverman@google.com> on behalf of Jon Silverman
Sent: Tuesday, October 23, 2007 5:03 PM
To: Frank Wagner; Tiffany Wu
Subject: Re: [Laszlostaff] Communications Projects

Hi Frank and Tiffany,

I went through Debbie's changes and accepted virtually all of them and added just a couple of more things.

I'll make suggestions to Monica's piece as soon as I get it, and Tiffany, we can review the Benchmarking piece during our time together today.

Jon

On 10/23/07, **Frank Wagner** <frankwagner@google.com> wrote:

Thanks, Debbie for the rapid turn-around. We look at your changes> FYI, there are a few short pieces we'd insert that we're still crafting. We'll forward them to you if we can do it relatively early in the day.

Cheers-
Frank

On 10/23/07, **Debbie Rosenbaum** <drosenbaum@google.com> wrote:
Hi Team.

I've attached the documents that were passed to me for communications review. Overall, you have done a great job making this complicated process very understandable. I've made a few suggestions, fixed a few consistency issues, and added less-serious "Googley" lines and undertones where I felt they were appropriate.

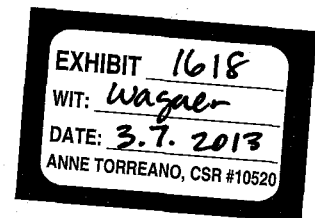
Let me know if you have any questions or if there is anything else you need looked at today. I am around until 5pm EDT today but will be back tomorrow morning for any last minute reviews.

Hope this is helpful!

Warm wishes,
debbie

On 10/23/07, **Tiffany Wu** <twu@google.com> wrote:
Hi Debbie,

Great to have you on-board and looking forward to getting things Googleized! I've cc'd my team mate, Jon Silverman on this message. Please touch base with him for more context and to put all our brains together at the same time on this. Jon will be meeting with our website guru from HRIS, (Tall)Tom, on Wed afternoon to review all changes including your suggestions. Apologies about the tight time frame but it's been a frenzy of activity here as we try to make salary changes happen across 13K Googlers in 41 countries :)



Cheers,
Tiffany

On 10/23/07, **Debbie Rosenbaum** <drosenbaum@google.com> wrote:
Thanks Anne.

Tiffany, I would love to help with text and messaging on all the projects below. Do you want to chat today by phone or connect by email on this?

Best, debbie

On 10/22/07, **Anne Driscoll** <driscoll@google.com> wrote:
Debbie, Tiffany works in compensation, she has an urgent project that she needs help getting the language "Googley" would you help her with her Q&A.

Should be a fun project,

Tiff - Debbie was my intern and she is helping us with writing projects.

----- Forwarded message -----

From: **Frank Wagner** <frankwagner@google.com>
Date: Oct 19, 2007 3:52 PM
Subject: Re: [Laszlostaff] Communications Projects
To: Anne Driscoll <driscoll@google.com>

Anne-

We have several projects on which we'd like help with communications:

NEXT WEEK: gComp tool is being rolled out for the annual salary review in about two weeks. My team have created some Q&A and communications materials...it would be great to get a googley review and edit. Contact is Tiffany Wu

NEXT MONTH: We are working with Watson Wyatt to update Compensation Communications on MOMA, and we have a first draft. Would like to get some Googly editing here too. Contact is Tiffany and Jon Silverman.

NEXT MONTH: Training deck and speaker notes for new training materials on Compensation, for Recruiters. Have appt deck and some preliminary speaker notes. Would like a review of what is relatively dry material to make it upbeat. Karine Karpati is leading this and the Compensation team contact is Adrienne Eng.

NEXT QUARTER: We have committed to doing manager brown-bags and training on Compensation and TSO program. Nothing done yet. Need help conceptualizing and creating. I am the contact here.

Thanks
Frank

On 10/19/07, **Anne Driscoll** <driscoll@google.com> wrote:

Just a quick reminder to provide me with your projects for next week, I will be leaving Monday so I want to have the presentation done by then.

Its helpful to provide some context about the project, as well as the key audiences, and a relative priority for the discussion, also an indicator of who from your team is the contact for content.

Best,

Anne

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Introduction > Compensation Overview section

During Salary Planning, we make decisions about salary increases based on each employee's performance in his or her job and the employee's current base pay compared to Google's target salary for that job in that location. Your input is essential to determining how your team members will be paid for their contributions to Google.

Base Pay Goals

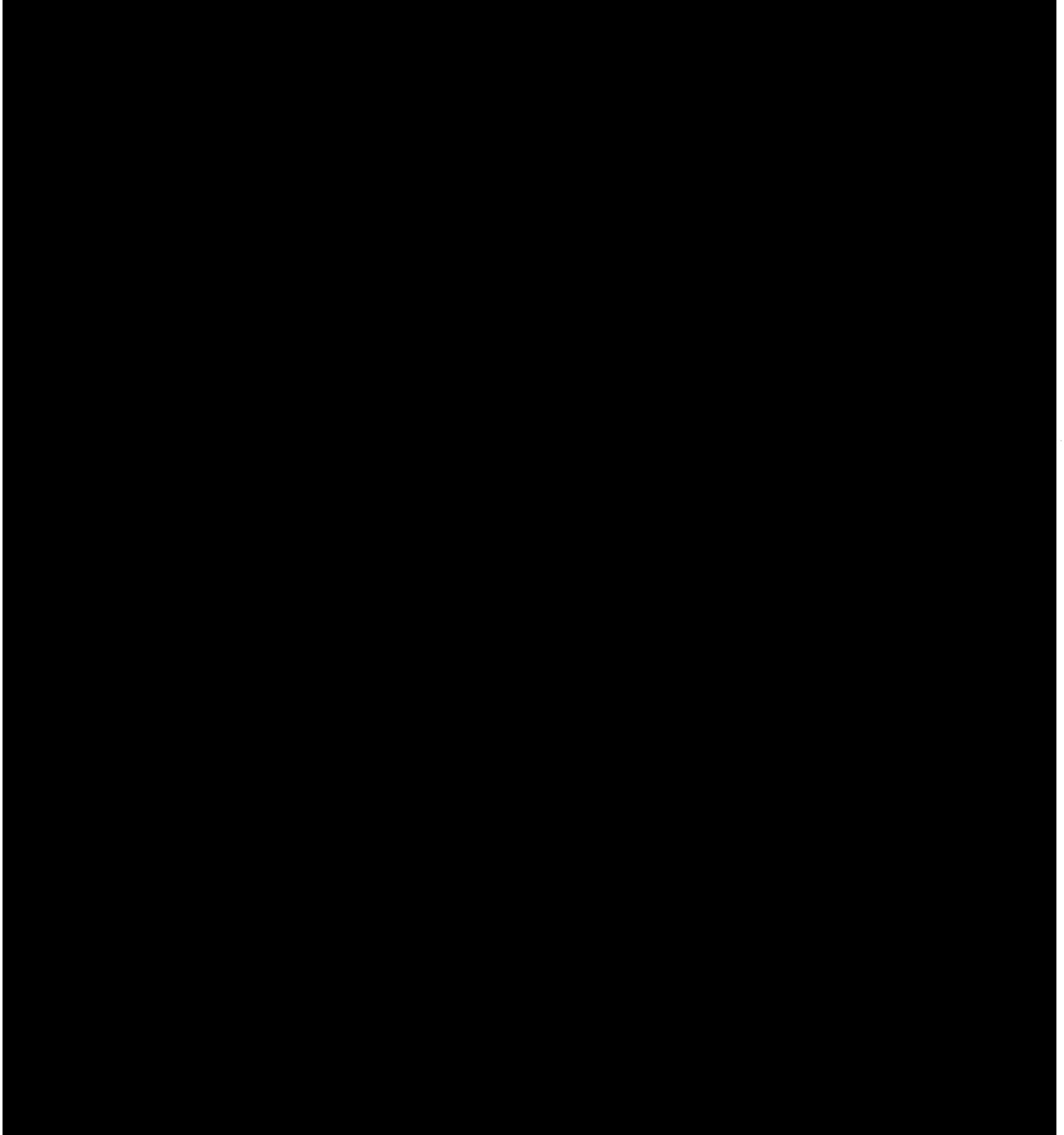
Our goal is to pay Googlers competitively based on local markets and each individual's job performance. After all, that's one way we make sure Google remains one of the best companies and one of the best places to work. We can achieve this goal by:

- **Ensuring pay at Google is market competitive in each location** – We have conducted extensive research to ensure that our target salaries are highly competitive in each market segment and geographic region. Through benchmarking our pay practices inside and outside of Google, we determine a target pay rate for each job role and career level combination. This target pay rate, set near the market [REDACTED] percentile for most roles, is called a “market reference point.” The market reference point determines any recommended salary increases.
- **Linking pay and performance** – Google pays for performance. We consider employees' performance in determining how close their base salary should be to the market reference point.
 - Most of our employees – valued, solid performers – are paid a highly competitive salary, near the market reference point.
 - Salaries of our top performers move to the higher end of the market over time with continually demonstrated high performance.
 - Employees who are relatively “weaker” performers are paid a salary just below the market reference point.
 - gComp is designed to calculate employees' recommended salary increases based on their performance rating and the current position of their base pay relative to the market reference point.

For the 2007 payment cycle, we have developed a new Compensation Planning application- gComp. Of course, we welcome and encourage your feedback as we work to tailor this application to meet your planning needs. Please address any feedback or questions to: gcomp-help@google.com.

Introduction > Planner Levels & Responsibilities

Depending on your planning responsibilities, you may be assigned one or more planning roles within the gComp tool. These roles include:



Introduction > Considerations When Adjusting Salaries

The 2007 Annual Salary Planning cycle begins November 1, and your input is critical to ensure that each employee receives competitive base pay linked to his or her performance. You will use gComp, the new compensation planning tool, to:

1. Review modeled salary increases for your direct plan group and, if applicable, your review hierarchy.
2. Review your overall budget for salary increases in gComp.
3. Propose a new modeled salary amount for specific Googlers as necessary within your budget.
4. Submit your recommendations in gComp by the due dates set by the HR Business Partner (HRBP) responsible for your department.

As you review the recommended individual salary increases in gComp, remember that base pay is not the only way we pay employees for their contributions — bonuses and equity are part of overall compensation as well.

Considerations for Salary Planning

gComp includes a recommended salary increase amount for every individual that moves salaries across Google toward our base pay goal of highly competitive salaries linked to performance. The modeled amounts in gComp are each planner's budget for salary increases and are the starting point. Planners are asked to use their judgment and discretion to make changes from the modeled amounts, considering factors such as the following:

- Do your team's increases reflect Google's goal to distribute salaries fairly among employees based on market competitiveness and each individual's performance on the job?
- What is the employee's current base pay? What adjustments has the employee received in the past? What adjustments are likely in the future, if performance continues?
- How does the employee's base pay compare to those who hold similar positions and/or do similar work?
- To what degree have the employee's skills stayed the same, increased or decreased?
- Does an individual's position reflect his or her performance and time in the job?

- How much money is available to the planner for base pay increases?
- Can I justify my recommendations to the planner above me?

Please review the salary planning FAQs for additional guidance on making recommendations.

Introduction > Timeline & Key Dates

Key Dates

November 1 – 21: Planners review adjustments to individual salary recommendations in gComp. If you miss your opportunity to make recommendations, your manager (i.e., the planner one level above you) will need to review and submit recommendations on your behalf. The HR Business Partner responsible for supporting your department will provide specific guidance on due dates.

November 26 – December 3: The Director of Compensation, VP of People Operations and the SVP of Business Operations will review and calibrate each department's decisions across departments.

By December 10: Confirmation letters will be provided to managers.

By December 10 – 21: Managers will have one-on-one discussions with team members regarding their salary adjustments.

December 21: Salary adjustments are effective in the U.S..

January 1: Salary adjustments are effective in rest of world on January 1, 2008, or as close to this date as payroll schedules in each country permit.

Early January: In the U.S., employees will receive salary adjustments in their January 11, 2008 paycheck (effective December 21, 2007).

Late January: Outside the U.S., employees will receive salary adjustments in January 2008 payroll, which typically happens close to the end of the month.

How We Model Salary Increases > Overview

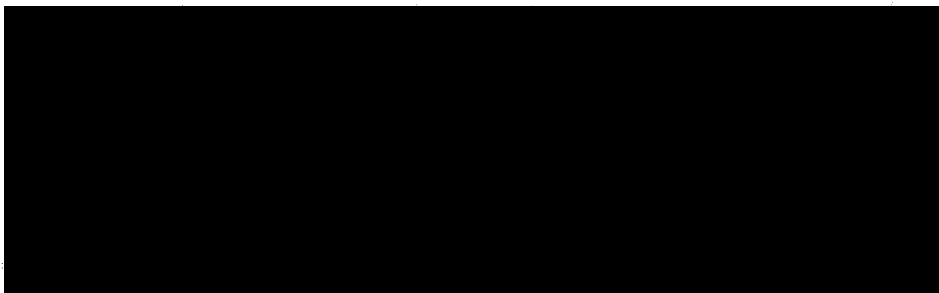
There are two reasons Googlers may receive a salary increase:

1. Merit/market – to recognize an individual's high performance (and fabulousness) and to reflect that Google pays relative to market for a given role in a given location.
2. Promotion – to reflect a step up on the job ladder.

Who's Eligible for an Increase

Employees are eligible for a salary increase depending on their hire date:

-
-
-



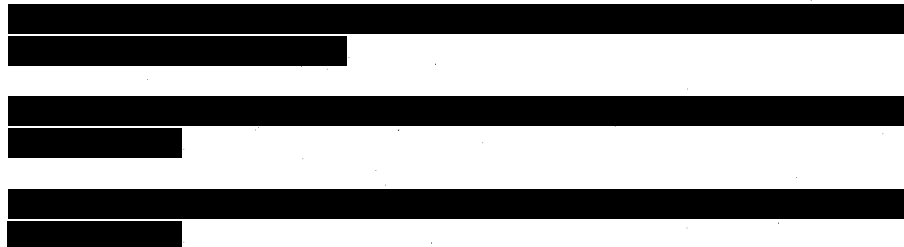
Your Budget for Salary Planning

Salary increases are modeled on an individual basis to achieve our base pay goals, and summed to build a budget for each planner. It is important to work within this budget when making any adjustments. Planners have discretion to vary from what's recommended by the model for any individual.

How the Merit Increase Matrix Works



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-
-



These target points would differ in some locations where there is a greater distribution of salaries in the market. For this Salary Planning cycle, the minimum merit increase

budgeted is [REDACTED] in the US for Googlers who are eligible for a full salary review. Googlers with salaries above their target position are not necessarily guaranteed a salary increase. The minimum merit increase budgeted is [REDACTED] in the US for Googlers who are eligible for a pro-rated salary review.

Note that increases equal to or more than [REDACTED] in the U.S. will be reviewed by the VP of Human Resources and the Director of Compensation. You can (and should!) add notes in gComp supporting your recommendations for each Googler.

How the Promotion Increase Matrix Works

The Promotion Increase Matrix recommends a base pay increase for newly promoted employees. A promotion increase is made up of two parts:



The targeted salary placement for newly promoted employees is comparable to those who are already doing the job but below the market reference point of the new job, allowing promoted employees to achieve higher levels of pay over time with continued high performance.

For example, if a newly promoted employee in the U.S. was a [REDACTED] performer in his or her previous job, and was paid at [REDACTED] of market reference point, he or she would be targeted to be paid at approximately [REDACTED] of the market reference point of his or her new job, based on the Promotion Increase model. In cases where the employee was paid very high or very low compared to his or her market reference point in his or her prior job, the promotion increase could be as low as zero or as high as [REDACTED]

Promotion increases equal to or more than [REDACTED] in the U.S. will be reviewed by the VP of Human Resources and the Director of Compensation. You can (and should!) add notes in gComp supporting your recommendations for each Googler.

Note: Because of the change in timing for Annual Performance Reviews and Salary Planning, all Googlers promoted in Q4 will receive a lump sum payment for the period July 1, 2007-December 20, 2007 in the U.S., and July 1, 2007-December 31, 2007, outside of the U.S., to reflect the promotional pay increase he or she might have received had there been no changes to our program timelines.

How We Model Salary Increases > Merit & Promotion Lookup Tables

[Add Geomatrix 1 only in + add overview of different geomatrices, what market movement
is, how these are developed + U.S. geo differentials description from Monica]

Quick Links > FAQs

Please contact your department's HR Business Partner if you have further questions.
[Note: Page will be updated to include Eric's drop-down functionality.]

New Salary Planning Tool – gComp

Q: What is gComp?

gComp is our new Salary Planning tool. It helps you to recommend base pay adjustments for your team members during the 2007 Annual Salary Planning cycle. gComp uses

[REDACTED] to model base pay increases for your employees. Your role is to review the modeled salary adjustments and make changes within your allocated budget, based on your team members' performance and your management goals.

Q: What is a market reference point?

The market reference point is the target Google pay rate for a given job, benchmarked at approximately the market [REDACTED] percentile base for non-Sales jobs and the [REDACTED] percentile [REDACTED] for Sales jobs. During the Salary Planning process, an employee's performance rating is used to determine how close his or her base pay should be to his or her market reference point.

Q: How are market reference points determined?

Google's Compensation team benchmarks our pay practices against both external market data and internal Google data. As a result of this process, market reference points for each job/role are determined. This ensures our pay is competitive in each market and equitable both across departments and within regions.

Q: How were the recommendations for each individual's base pay increase determined?

[REDACTED]

Q: How were the recommendations for each promoted individual's increase determined?

The promotion increase model moves promoted employees to base salaries comparable to

those who are already doing the job. A promotion increase is made up of two parts:



For example, if a newly promoted employee in the US was a [REDACTED] performer in their previous job, and was paid at [REDACTED] of his or her prior market reference point, the model provides:

- An [REDACTED] merit increase to place their salary further above the market reference point of their prior job, and
- An additional [REDACTED] promotion increase to move his or her salary to a competitive position in the new job, that is, approximately [REDACTED] of market reference point for new job.

With the exception of those who were highly paid in their previous job, newly promoted employees are placed below the market reference point for their new job, allowing them to achieve higher levels of pay over time with continued high performance.

Q: How was my budget determined?

Merit/market and promotion adjustments are modeled for each individual and summed to create a budget for each planner that achieves our base pay goals. You have discretion to vary from what's recommended for any individual, provided that your total spending remains within your overall budget.

Q: How do I log on and use gComp?

You can log on to gComp using your LDAP username/password at [insert link].

Q: Where can I go for instructions on how to use gComp?

For instructions on how to use gComp, including policies for 2007 Annual Salary Planning, please visit [REDACTED]

Q: Who do I ask if I have questions about gComp?

If you have any questions about gComp, please email [REDACTED]. Don't hesitate to ask questions!

Making Salary Planning Recommendations

Q: What is our base pay philosophy?

Google's base pay philosophy is to offer employees base pay that is highly competitive in the market, equitable internally, and which reflects each individual's performance.

Q: What is the decision-making process for Salary Planning?

Each department follows a similar process:

1. [REDACTED]
[REDACTED]
2. [REDACTED]
[REDACTED]
3. [REDACTED]
[REDACTED]

Q: Do I have to make adjustments to the recommended salary increases?

Nope. Review the recommendations in gComp to ensure they appropriately reflect individual performance and internal equity, within your team. You are not required to make changes but you do have the discretion to do so if you would like.

Q: What if gComp recommends a zero increase for one of my team members?

You may use your discretion to allocate your budget to these individuals. If you do, it will be flagged for review. You should include a supporting note in gComp for that individual so that senior planners will understand the rationale for your recommendation.

Keep in mind that team members may have a zero increase recommendation because they might already be above the target salary for the job and location, considering their level of performance. Remember that even if the individual does not receive a salary increase, performance can also be rewarded through bonuses/incentive pay and equity refresher grants.

Q: What if gComp recommends a low increase for a high performer?

You can use your discretion to make adjustments to the recommended salary increase for each individual. We strive to achieve fairness in overall salary distribution – meaning that high performers with low salaries get larger percentage increases than high performers with high salaries. The highest performers will be paid the most overall at Google through [REDACTED]

Q: Who will be eligible to participate in the 2008 Mid-Year Salary Planning cycle?

- [REDACTED]
- [REDACTED]
[REDACTED]
[REDACTED]

- Individuals making less than [REDACTED] of market salary will be flagged for review subject to specific performance criteria.

Salary Increase Timing

Q: When will salary adjustments go into effect?

U.S. salary adjustments will be effective December 21, 2007 to prevent cross-year tax year issues (December 21 is the beginning of the first bi-weekly pay period of 2008). All non-U.S. salary adjustments will be effective as close to January 1, 2008, as possible.

Because of the change in timing for Annual Performance Reviews and Salary Planning, all Googlers promoted in Q4 will receive a lump sum payment for the period July 1, 2007- December 20, 2007 in the U.S. and July 1, 2007- December 31, 2007 in the rest of the world to reflect the promotional pay increase they might have received had there been no changes to our program timelines.

The effective date of promotions is November 1, 2007 and the effective date of all salary increases is December 21, 2007 in the U.S. and January 1, 2008 in the rest of the world.

Q: How will the difference between the effective date of promotions and the effective date of salary increases impact bonus/incentive pay calculations?

Company Bonus Plan:

- [REDACTED]
[REDACTED]
- [REDACTED]
[REDACTED]
[REDACTED]
- [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

Sales Incentive Plan:

[REDACTED]
[REDACTED]
[REDACTED]

Q: When will Googlers learn about their salary adjustments?

Confirmation letters will be provided to managers by December 10, 2007. Managers should deliver the letters in one-on-one discussions with team members by December 21,

2007.

Redacted - Privileged